



**恒安國際集團有限公司**

**HENGAN INTERNATIONAL GROUP CO., LTD**

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock Code: 1044)*

*(the “Company”)*

## **Terms of Reference of Nomination Committee**

### **1. Constitution**

The board of directors (the “Board”) of Hengan International Group Company Limited (the “Company”) resolved to establish a committee of the Board known as the Nomination Committee (the “Nomination Committee”) on 27 March 2012.

### **2. Membership**

- 2.1 All members of the Committee shall be appointed by the board of the directors of the Company (the “Board”) and can be removed by the Board at its sole discretion. The Committee shall comprise a minimum of three Directors.
- 2.2 The majority of the members of the Committee (the “Members”) shall be Independent Non-executive Directors (the “INEDs”).
- 2.3 The Chairman of the Committee shall be an INED or the chairman of the Board.
- 2.4 The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time, or other codes, rules and regulations as may be prescribed by the applicable authority from time to time.

### **3. Secretary**

The Company Secretary shall be the secretary of the Committee (the “Secretary”).

#### **4. Authority**

- 4.1 The Committee is authorised by the Board to obtain external legal or other independent professional advice at the Company's expense and to secure the attendance at meetings of external parties with relevant experience and expertise if it considers necessary.
- 4.2 The Committee shall be provided with sufficient resources to perform its duties.

#### **5. Duties**

The duties of the Committee shall include:

- (a) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, ensure that sufficient biographical details of nominated candidates shall be provided to the Board and shareholders of the Company to enable them to make an informed decision;
- (b) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board as a whole at least annually, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (c) assess the independence of INEDs;
- (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer; and
- (e) review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

#### **6. Committee Meetings**

- 6.1 Frequency

The Committee shall meet as often as it determines necessary, but not less than once a year. Any Member, or the Secretary on requisition of any Member may call a meeting of the Committee.

6.2 Quorum

The quorum for decisions of the Committee should be any two Members, of whom at least one has to be an INED.

6.3 Resolutions

Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, or through other electronic means of communication, e.g. by telephone or by video conference, etc.

6.4 Minutes

The secretary of the Committee should keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

**7. Publication of the Terms of Reference**

The terms of reference will be posted on the websites of the Stock Exchange of Hong Kong Limited and the Company, explaining the role and the authority delegated to it by the Board.

12 April 2024